

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN ILLINOIS COMPANY)	
d/b/a Ameren Illinois)	
)	
Petition for a Certificate of Public)	Docket No. 12-0154
Convenience and Necessity, pursuant to)	
Section 8-406.1 of the Illinois Public Utilities)	
Act, and an order pursuant to Section 8-503, to)	
construct, operate and maintain a new 345,000)	
volt electric line in Bloomington, Illinois.)	

AMENDED PETITION

Ameren Illinois Company (“AIC” or the “Company”), pursuant to Section 8-406.1 of the Illinois Public Utilities Act (“Act”), 220 ILCS 5/8-406.1, hereby seeks the approval of the Illinois Commerce Commission (“Commission”) for a Certificate of Public Convenience and Necessity (“Certificate”) authorizing AIC to construct, operate, and maintain a new 345 kilovolt (kV) electrical transmission line (the “Transmission Line”) in an area southeast of Bloomington, Illinois connecting the Brokaw and South Bloomington substations. Substation modifications at the Brokaw and South Bloomington Substations (which, together with the Transmission Line, related facilities and land rights, constitute the “Project”) will also be required. The Transmission Line is shown on Petition Exhibit A and legally described in Petition Exhibit B. AIC also seeks, pursuant to Sections 8-503 and 8-406.1(i) of the Act, 220 ILCS 5-8-503, 5/8-406.1(i) an order directing that the Project be built. In support of this Petition, AIC states:

I. Introduction

1. AIC is a public utility within the meaning of Section 3-105 of the Act, 220 ILCS 5/3-105, is an electric utility within the meaning of Section 16-102 of the Act, 220 ILCS 5/16-102, and is engaged in the business of supplying electric power and energy throughout its certificated service territory within the State of Illinois.

2. AIC intends to offer the following testimony in support of the Petition: (i) the testimony of John Sullivan (Ameren Exhibit 1.0) regarding the electric service needs in the Project area and the planning undertaken to meet those needs; (ii) the testimony of Roger Nelson (Ameren Exhibit 2.0), regarding the acquisition of the property rights; (iii) the testimony of Anthony Meier (Ameren Exhibit 3.0), regarding the design and construction of the Transmission Line; (iv) the testimony of Donell Murphy (Ameren Exhibit 4.0), regarding the Transmission Line siting and route analysis, regulatory approvals, environmental impacts, and the public input process undertaken in conjunction with the planning of the Transmission Line; and (v) the testimony of Darrell Hughes (Ameren Exhibit 5.0), regarding AIC's ability to finance the Project.

II. Certificate of Public Convenience and Necessity

The Need for the Project

3. The proposed Transmission Line is necessary for AIC to provide adequate, reliable and efficient service to the Project area.

4. As discussed by AIC witness Mr. Sullivan, the transmission system in the Bloomington regional area is heavily dependent on one substation, and a single transmission corridor. The Bloomington area may be viewed as a single pocket of load, with primary supply from the Brokaw 345/138 kV Substation, and a double-circuit 138 kV line from Brokaw to the South Bloomington Substation. Review and analysis by AIC indicates the Bloomington regional area could experience a voltage collapse following the loss of two bulk electric system elements. As such, both NERC criteria and the Ameren Transmission Planning Criteria require that system reinforcements be implemented.

5. As further addressed by Mr. Sullivan, based on review of the need for system upgrades or operational solutions throughout its service area, including the Bloomington regional area, AIC concluded that extending a 345 kV transmission line from Brokaw Substation to South Bloomington Substation represents the best and least cost alternative for upgrade of the Bloomington area transmission system. A summary of project alternatives investigated for expansion of the transmission supply to the Bloomington area is included as Ameren Exhibit 1.20, attached to the direct testimony of Ameren witness Mr. Sullivan and discussed below.

6. Based on the contingency analysis, the Project requires the reconfiguration of the 345 kV bus at Brokaw Substation, installation of a new 345/138 kV transformer at South Bloomington Substation, and installation of a new 345 kV transmission line between Brokaw and South Bloomington Substations. The 345 kV bus at Brokaw Substation will be expanded to a ring bus configuration through the installation of four new 345 kV breakers. The existing 345 kV transmission line connection to Brokaw Substation from Commonwealth Edison Company's Pontiac-Lanesville 345 kV line will be split into two separate incoming lines. The new 345/138 kV transformer at South Bloomington Substation will be connected via a 138 kV breaker to the South Bloomington Substation west 138 kV bus.

7. With these improvements, including the addition of a 345 kV transmission line between the Brokaw and South Bloomington Substations, the post-contingency loading and voltage issues associated with the outage of the double-circuit 138 kV Brokaw-South Bloomington line would be resolved. Following the addition of these system improvements, transmission voltages in the Bloomington area would be between 99% and unity following an outage of this double-circuit 138 kV line. Post contingency transmission facility loadings would be within emergency ratings. (See Ameren Exhibit 1.13.) Similarly, low voltage issues

following double contingency 345 kV line outages or double transformer outages at Brokaw Substation would be eliminated. (See Ameren Exhibits 1.14, 1.15, 1.16, 1.17, and 1.18.) Thus, AIC has determined that the Bloomington regional area requires more robust transmission support to comply with the NERC Reliability Standards and Ameren Transmission Planning Criteria. Ameren determined that a new, 345 kV line would be necessary to provide this transmission support. Construction of the Transmission Line, therefore, will ensure continued reliable service to customers within the Bloomington regional area and effectively satisfy NERC Reliability Standard TPL-003-0 and Ameren Transmission Planning Criteria.

8. AIC considered alternative projects as described in detail in the Bloomington Area Transmission Study presented in Ameren Exhibit 1.22. This report discusses the upgrades required by each project and the estimated cost to implement each project. All of the alternatives included expansion of the Brokaw substation to a 345 kV ring bus configuration. The five alternatives considered were: (1) extend a 345 kV line from Brokaw Substation to South Bloomington Substation and install a 345/138 kV, 560 MVA transformer at South Bloomington Substation, requiring approximately 7 miles of new 345 kV transmission line; (2) extend a 345 kV line from Brokaw Substation to West Washington Street Substation and install a 345/138 kV transformer at West Washington Substation, requiring approximately 14 miles of new 345 kV transmission line; (3) extend a 345 kV line to West Washington Street Substation eastward from Peoria and install a 345/138 kV transformer at West Washington Substation, requiring approximately 30 miles of new 345 kV transmission line; (4) extend a 345 kV line to West Washington Street from Commonwealth Edison's Powerton Substation and install a 345/138 kV transformer at West Washington Substation, requiring approximately 26 miles of new 345 kV transmission line; and (5) extend a 345 kV line to West Washington Street Substation from

Commonwealth Edison's Blue Mound Substation and install a 345/138 kV transformer at West Washington Substation, requiring approximately 15 miles of new 345 kV transmission line.

AIC selected the preferred plan (1) as the best and least cost alternative of the projects evaluated.

9. As a result, AIC now seeks a Certificate allowing it to construct, operate and maintain the Transmission Line in an area southeast of Bloomington, Illinois, connecting the Brokaw and South Bloomington substations. A map showing the proposed Primary Route of the Transmission Line is provided as Petition Exhibit A. The map showing the route of this line and the location of other utilities, as required by 83 Ill. Admin. Code § 305.50, is provided as Petition Exhibit C.

10. In accordance with 220 ILCS 5/8-406.1(a)(1)(B)(viii), AIC developed two alternate routes for the Transmission Line. (See Ameren Exs. 3.0 and 4.0.) The Primary Route for the Transmission Line represents the best combination of engineering feasibility, least cost, and the lowest impacts on surrounding areas.

Information Required under Section 8-406.1 of the Act

11. AIC is seeking a Certificate under Section 8-406.1 of the Act, which provides for an expedited procedure to obtain a Certificate where certain requirements are met. Section 8-406.1(a)(1) contains information requirements which a utility must include in its application. AIC has provided the required information in its testimony and exhibits submitted concurrently with this Petition. A checklist detailing this information is attached as Petition Exhibit G. A summary of the required engineering data is attached as Petition Exhibit H.

12. Concurrently with this filing, AIC has submitted to the Clerk of the Commission payment into the Public Utility Fund of the application fee of \$100,000 as required by subsection 8-406.1(a)(2).

13. Pursuant to subsection 8-406.1(a)(3), AIC has held three pre-filing public meetings to receive public comment concerning the Project. Three open houses were initially conducted between February 10, 2009 and September 24, 2009, and comments solicited from all participants. More recently, three additional open houses were conducted between November 17, 2011 and January 19, 2012. Notice of these meetings was published in the Pantagraph for three consecutive weeks in advance of each public meeting. A formal notice of each public meeting and a copy of the ad respective of each were also provided to the Clerk of McLean County. Copies of these ads and notices to the County Clerk are included in Ameren Exhibit 4.2. Additionally, AIC sent an invitation to the Commission to attend each of the public meetings.

14. AIC will publish notice of this Petition within 10 days following the date of this Petition's filing in accordance with Subsection 8-406.1(d).

15. As required by Subsection 8-406.1(e), AIC established the website dedicated to the Project located at www.Brtransmission.com in early 2009. Further, AIC provided the website address in all public notices.

Managerial, Technical and Financial Ability

16. AIC is capable of efficiently managing and supervising the construction process and has taken sufficient action to ensure adequate and efficient construction and supervision of the Project thereof. The Transmission Line will be a three-phase, multi-grounded, overhead transmission line, primarily consisting of single shaft self-supported steel poles designed for this 345 kV circuit. These poles are estimated to range from 85 to 130 feet in height. The average span length will be approximately 700 feet with the maximum span being approximately 1000 feet. These facilities are consistent with industry-wide standards. The Transmission Line will be

constructed in accordance with all applicable federal and state regulations and orders of the Commission, including 83 Ill. Admin. Code Part 305, and the National Electrical Safety Code.

17. AIC has conducted a comprehensive route siting and analysis to support its selection of the Primary Route, as discussed by AIC witnesses Ms. Murphy (Ameren Ex. 4.0). As part of the siting analysis, AIC evaluated existing linear facilities (transmission lines, pipelines, railroads, etc.) in the area to determine if the Transmission Line could be routed along the same corridor. AIC has also evaluated environmental, wetlands and other land use impacts in establishing its line routing and siting criteria. The purpose of this evaluation was to minimize such impacts in establishing the Transmission Line's routes.

18. Construction of the Project, including the Transmission Line, will not have adverse financial consequences for AIC or its customers. The total estimated cost of the Project is between \$26.9 million (Primary Route including substation) and \$29 million (Alternative Route including substation). The scale of the Project does not significantly add to the overall level of construction financing that AIC will undertake during the 2011 to 2015 timeframe. In addition, the Project is assumed in service by 2015, and transmission revenue recovery would begin at that time. Increased transmission revenue would provide adequate cash flow to fully support the amount of debt and equity that was used to finance the project during construction. Assuming that AIC's current financial conditions are maintained, there would be no anticipated impact on credit ratings or limits on capital availability that would bring financial harm to AIC or its customers due to this Project.

Property Rights

19. AIC will need to acquire easements, including all necessary and appurtenant land rights. As designed, the proposed Transmission Line will require a permanent easement at least

150 feet in width. However, if AIC determines that a 150-foot easement is not feasible for those portions of the line that traverse urban settings, AIC will design the line with shorter spans to lessen the blow-out distance while maintaining all NESC clearances. AIC may, depending upon route designation and final design, require additional access or temporary construction easements.

20. The total easement area for the Primary Route will contain approximately 95.2 acres. This compares to approximately 109.5 acres for the Alternate Route. No agricultural land will be permanently removed from cultivation other than the footprint of the foundations of the structures. Of the proposed Primary Route easement area of approximately 55.3 acres, less than one acre of actual farmland will be taken out of production. The majority of the easement area will only have over-hanging wires. The construction of single shaft steel poles with no permanent down guys or anchors will reduce the amount of land removed from cultivation. In addition, the existing plans call for placing the structure near or adjacent to existing property lines or use lines.

21. Approximately 39 parcels of land will be impacted by the Primary Route of the Transmission Line. The three options for the proposed Alternate Route would impact 57 parcels.

22. Although the nearest airport is approximately 1 mile away, the proposed route and the design of the transmission line have been developed in consultation with airport representatives, and in accordance with the requisite Airport, State and Federal aviation regulations. The Central Illinois Regional Airport's representative attended Stakeholder meetings and individual meetings were held with the airport management and their consulting engineers.

23. AIC's study of the potential routes associated with the Transmission Line was conducted through an integrated process, where participation by stakeholders and the general public is incorporated into route development and selection. This process is described by AIC witness Ms. Murphy in Ameren Exhibit 4.0. The process included holding meetings associated with the stakeholder/public process, collecting input as to what factors may be considered for route development and selection, gathering input as to the locations of such considerations, and allowing feedback regarding routing decisions at each milestone phase of route development. Each of these milestone phases of route development included a corresponding stakeholder working group and at least one public open house. The integrated route development/selection and stakeholder/public process was intended to be an open and transparent process aimed at engaging potentially affected parties early and at regular intervals as routing decisions are made. This has facilitated not only an understanding by stakeholders and the public of the process itself, but also the need for the Project. The final Primary Route for the Transmission Line was derived from this process.

24. In addition, as discussed above, AIC held three public meetings to discuss the proposed project in accordance with 220 ILCS 8-406.1(a)(3).

25. The Informational Packet required by 83 Ill. Admin. Code § 300.20 was originally submitted to the Commission on December 19, 2008 and an updated Packet was submitted on October 28, 2011.

26. In accordance with 83 Ill. Admin. Code Part 300, all landowners from whom rights-of-way must be acquired, as shown by the Records of the Tax Collector, will be sent a notice letter and "Statement of Information from the Illinois Commerce Commission Concerning Acquisition of Rights of Way by Illinois Utilities," at least fourteen (14) days prior to any

contact by AIC representatives for the purpose of seeking a right-of-way. The information contained in the letter and the Statement of Information will comply with the requirements of 83 Ill. Admin. Code Part 300. Efforts for direct landowner contacts are expected to begin in the 3rd or 4th quarter of 2012.

27. AIC representatives will, subsequent to the fourteen (14) day notice mentioned previously, contact landowners, in person if possible, and discuss the Project in detail and inform them of the reason for the contact and the purpose of the Project. A written project purpose statement, a small scale map and aerial photocopy of the easement area, as well as information regarding the type and location of proposed facilities will be provided. Compensation will be offered and the basis of that compensation will be explained. Appraisals will be provided as applicable. The amount and length of the proposed easement will be provided as well as a copy of the option to purchase easement agreement and a copy of the proposed easement document. AIC representatives will be available for discussion and negotiations as required by each landowner. Because AIC is responsible for the restoration of or payment for its damages to the property of landowners and tenants, each landowner will be notified prior to commencement of construction, and each property will be assessed for damage by AIC. Each landowner will be provided an AIC representative to contact to report damages.

28. Pursuant to 83 Ill. Admin. Code § 305.60, notice of the filing of this Petition has been sent to the utilities and railroads whose names and addresses are set forth in Petition Exhibit D.

29. Pursuant to 83 Ill. Admin. Code § 200.150(h), a list containing the names and addresses of each owner of record of privately owned tracts of land, upon or across which the proposed Primary Route of the Transmission Line will be constructed, as disclosed by the

records of the tax collectors of McLean County, is included as Petition Exhibit E. Petition Exhibit E also includes a separate list of the names and addresses of each landowner whose property is crossed by any proposed alternate routes.

30. A copy of this Petition has also been sent to all municipalities within 1.5 miles of the proposed Preferred Route. A list of the municipalities to whom the notice has been sent is attached as Petition Exhibit F.

Regulatory Approvals

31. AIC has informed the appropriate regulatory agencies of the Project. AIC representatives have notified the following agencies regarding the proposed Transmission Line, its potential impact, and compliance with relevant regulations: the Illinois Environmental Protection Agency, Illinois Department of Natural Resources, Illinois Historic Preservation Agency, Illinois Department of Transportation, Illinois Department of Agriculture, the Federal Aviation Administration, the United States Army Corps of Engineers, and the United States Fish and Wildlife Service. AIC will be, or is currently, working with these agencies to secure the regulatory approvals where necessary.

32. AIC has also met with local officials and government representatives and has taken their input and concerns into consideration in developing the proposed routes of the Transmission Line during the public/stakeholder process described above.

33. AIC representatives are continuing to assess the Transmission Line's impact on cultural, historical and archeological resources and endangered species. AIC will use this information to work with relevant agencies to minimize or avoid impacts, to historical and archeological resources and endangered species.

34. For all the reasons already stated, the Project is necessary and the Commission should grant AIC a certificate of public convenience and necessity in accordance with Section 8-406.1.

III. Request for Order Pursuant to Section 8-503

35. Pursuant to section 8-406.1(i) of the Act, “a decision granting a certificate under this Section shall include an order pursuant to Section 8-503 of this Act authorizing or directing the construction of the high voltage electric service line and related facilities as approved by the Commission, in the manner and within the time specified in said order.” 220 ILCS § 5/8-406.1(i).

36. Section 8-503 of the Act provides that whenever the Commission finds that additions to existing plant are necessary and ought reasonably to be made, or that a new structure or structures ought to be erected, the Commission “shall make and serve an order authorizing or directing that such additions . . . be made, or structure or structures be erected” 220 ILCS § 5/8-503.

37. For all the reasons already stated, the Project is necessary and the Commission should authorize its construction pursuant to Sections 8-503 and 8-406.1(i).

38. Petitioner believes that that the proposed construction of the Transmission Line is necessary to provide adequate, reliable, and efficient service and is the least-cost means of satisfying the service needs of its customers, and is therefore in the public interest and should be approved.

WHEREFORE, Ameren Illinois Company respectfully requests that the Illinois Commerce Commission grant a Certificate of Public Convenience and Necessity and Order pursuant to Sections 8-406.1 and 8-503 of the Act authorizing AIC to construct, operate, and maintain a new 345 kilovolt electric line in McLean County, Illinois.

Dated: March 6, 2012

Respectfully submitted,

AMEREN ILLINOIS COMPANY

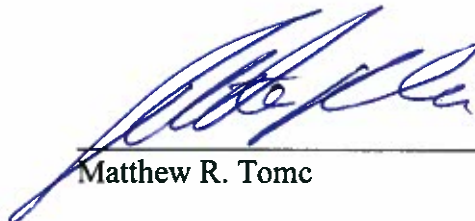
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VERIFICATION

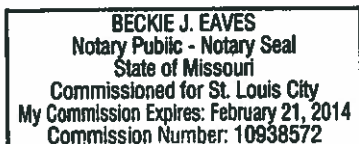
I, Matthew R. Tomc, certify that: i) I am Associate General Counsel for Ameren Illinois Company; ii) I have read the foregoing *Amended Petition*; iii) I am familiar with the facts stated therein; and iv) the facts stated are true to the best of my knowledge, information and belief.



Matthew R. Tomc

STATE OF MISSOURI)
) SS
CITY OF SAINT LOUIS)

SUBSCRIBED and SWORN to before me this 6th day of March, 2012.





Notary Public